

**OSTER
Researching Services**

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RECORDED 18772-A

NOV 29 '01 1:89 PM
TS

SURFACE TRANSPORTATION BOARD

November 29, 2001

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Bill of Sale dated 4/16/01 between the following parties:

Seller: Caterpillar Financial Services Corporation
3322 West End Avenue
Nashville, TN 37203


Buyer: MotivePower Inc.
4600 Apple Street
Boise, ID 83716

Equipment: 3, MK5000C Locomotives
#501-503

Please record this agreement as a secondary document to STB Recordation #18772. The filing fee of \$28 is enclosed.

Summary: Bill of Sale dated 4/16/01 between Caterpillar Financial Services Corporation as Seller and MotivePower Inc. as Buyer including 3 locomotives, #501-503, to be recorded as a secondary document to STB Recordation #18772.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

RECORDING NO. 18772-A FILED

BILL OF SALE

NOV 29 '01

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SURFACE TRANSPORTATION BOARD

For valuable consideration received, Caterpillar Financial Services Corporation ("Seller") hereby sells to MotivePower, Inc. ("Buyer") the equipment described below (hereinafter the "Equipment"):

<u>Description of Equipment</u>	<u>Serial Number(s)</u>
MK5000C Locomotive	3092-01
MK5000C Locomotive	3092-02
MK5000C Locomotive	3092-03

Buyer purchased the Equipment in an "AS IS, WHERE IS, WITH ALL FAULTS" condition. Seller makes no warranties of any nature, express or implied, except that the Equipment is free of all encumbrances of any person claiming solely through Seller. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE EQUIPMENT

Seller:

Buyer

Caterpillar Financial Services Corporation
3322 West End Avenue
Nashville, Tennessee 37203-0990

MotivePower, Inc.
4600 Apple Street
Boise, ID 83716

By [Signature]

By [Signature]

Title CUSTOMER SERVICE MGR.

Title VP, Controller + Asst. Secretary

Date 4/16/01

Date 4/12/01

